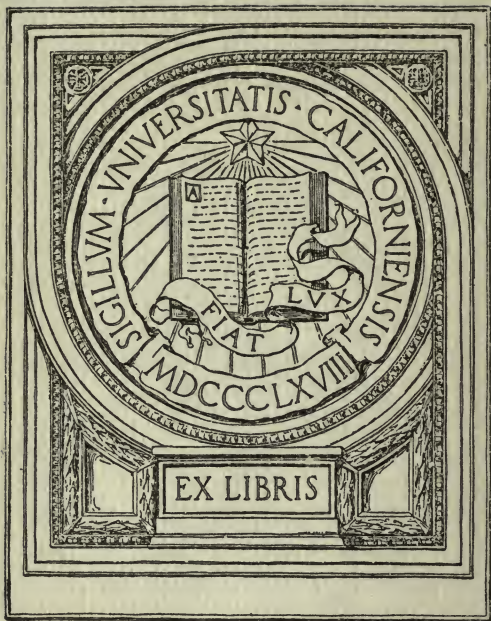


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Potrero and Bay View R.R. Co. By Laws.

1866.



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BY - LAWS

OF THE

POTRERO AND BAY VIEW
RAILROAD COMPANY,

OF THE

City and County of San Francisco.

Incorporated April 4th, 1866.

OFFICE 626 CLAY STREET.

SAN FRANCISCO :

FRANK EASTMAN, PRINTER, 509 CLAY ST.

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X

OFFICERS
OF THE
Potrero and Bay View
RAILROAD COMPANY.

J. W. PIERSON, *President,*
H. F. WILLIAMS, *Treasurer,*
ROBERT C. PAGE, *Secretary.*

Trustees :

J. W. PIERSON,	JOHN KIRKPATRICK,
H. F. WILLIAMS,	WM. F. WILLIAMSON,
ELIJAH CASE,	J. C. BIRDSEYE,
CHARLES N. FELTON.	

ACT OF INCORPORATION.

AN ACT granting to certain persons therein named the right to lay a Railroad track along certain streets in the City and County of San Francisco. Approved April 2d, 1866.

The people of the State of California represented in Senate and Assembly do enact as follows:

SECTION 1. The right is hereby granted to EDWARD TOMPKINS, I. C. BIRDSEYE, ELIJAH CASE, WM. F. WILLIAMSON, W. H. LADD, J. W. PIERSON, JOHN KIRKPATRICK and G. W. McMANANY, their associates and assigns, to lay down and maintain an Iron Railroad within the City and County of San Francisco, along and upon the following route, viz: Commencing at the intersection of Post and Montgomery streets in said City of San Francisco, thence along and upon Post street to Powell street, thence along and upon Powell street to Market street, thence across Market street to its intersection with Fifth street thence along and upon Fifth street to Townsend street, thence to the Bridge over Mission Bay, thence across Mission Bay over and upon said Bridge to the New Potrero, thence over and across the Potrero in a Southerly direction on Kentucky street, thence Southerly by the most practicable route to the Bay View Park Race Course, or to Hunter's Point. *Provided*, that whenever any other Railroad or Company shall be granted the use of the same street or any part thereof they shall pay for the use of the rails already laid an equal share of the

cost of constructing and maintaining the Railroad on the street, or part of the street, thus occupied jointly, and thereupon shall be entitled to the joint use of such part of said Railroad; but no such grant shall be made for more than five blocks in all. The said road to have a single or double tracks at the option of said grantees, the rails to be of the most approved patterns used on city railroads; with the proper and necessary switches and turnouts along the entire route. The said grantees, their associates and assigns to have the right to run cars on the said Railroad not exceeding twenty-four feet in length, at convenient hours of the day and night, for the transportation of passengers and freight:—*provided*, that the said Railroad shall not cross Mission Bay Bridge, nor in any manner interfere with any improvements, structures or buildings, unless by and with the written consent of the owners thereof.

SEC. 2. The owners of said Railroad shall pave, plank or macadamize (as the proper authorities of said City and County of San Francisco shall direct) the streets through which the said Railroad shall run along the whole length thereof, for a width extending two feet on each side of said Road, and shall keep the same constantly in repair; *provided*, that South of Mission Bay the grantees shall not be compelled to pave and plank or macadamize as aforesaid any of said streets until they shall be graded.

SEC. 3. The gauge of said Railroad shall not be more than five feet wide within the rails, with a space between the double tracks sufficient for the passage of the cars. It shall be laid as nearly as possible in the centre of each street, and flush with the level of the street, so as to offer as little obstruction as possible to the crossing of vehicles, and when the Road herein provided for shall intersect any other road, the rails of each shall be so altered or cut as to permit the cars to cross without obstruction; and nothing in this Act shall be so construed as to prevent any other Railroad Company hereinafter

formed from crossing the Road herein mentioned at any point in like manner in the City and County of San Francisco.

SEC. 4. The rates of fare for each passenger upon said Railroad shall not exceed three tickets for twenty-five cents ; seven tickets for fifty cents ; sixteen tickets for one dollar, and twenty-five tickets for one dollar and fifty cents, from any point on said Road to the Highland South of Islais Creek, and from any point on said Road to any point beyond said Highland the fare shall not exceed double the amount of fare provided for in this section — *provided*, that the rates of fare on this Road shall not exceed the rates allowed to be charged on the Omnibus Railroad to the Highlands beyond Islais Creek.

SEC. 5. The cars upon said Railroad shall be of the most approved construction for the comfort and convenience of passengers, and shall be provided with sufficient brakes and other means of stopping the same when required. They shall be moved by horses or mules, and not otherwise, and at a speed not exceeding eight miles an hour ; and in case of a violation of this provision the owner or owners of said Railroad shall be subject to a fine not exceeding one hundred dollars for each offense.

SEC. 6. Any person wilfully obstructing said Railroad shall be deemed guilty of a misdemeanor, and punished accordingly.

SEC. 7. The franchises and privileges hereby granted shall continue for the period of twenty-five years, to date from the completion of said Railroad : *Provided*, that said Railroad, at least upon a single track, shall be completed and passenger cars running thereon within three years from the first day of July, eighteen hundred and sixty-six ; and the grantees shall within one year from the passage of this act commence the construction of said road.

SEC. 8. The owners of said Railroad are required to sell, transfer, and convey the same, together with the cars that may

be employed thereon, to the City and County of San Francisco, at any time after the expiration of fifteen years after the completion of the same, upon a demand being made to that effect by the said City and County, and upon the payment to said parties by said City and County of the appraised value of the same, said appraisal to be made by five commissioners in the manner following :—The Board of Supervisors of the City and County of San Francisco shall appoint two commissioners, and notify the grantees or their assigns of such appointment, who, within ten days after the receipt of such notice, shall appoint two commissioners, and notify the Board thereof; the four commissioners so appointed shall elect a fifth, but in case of their inability to agree upon such fifth commissioner within ten days he shall be appointed by the County Judge of said City and County. In case of the failure of the grantees or their assigns to appoint commissioners on their part, as above provided, or in case of their refusal to act, the County Judge shall have the power of appointing them. The said commissioners shall make their appraisal, and present their report within thirty days after the completion of the commission, and file the same in the office of the Clerk of the Board of Supervisors. A majority of said commission shall constitute a quorum, and the award of the majority shall be final and binding on the parties. The amount of the award shall be paid by the Treasurer of the City and County to the grantees or their assigns within sixty days after the filing of said award, and thereupon the title of said Railroad and cars shall vest in said City and County.

SEC. 9. Nothing in this Act shall be construed as in any wise to prevent the proper authorities of the said City and County of San Francisco sewerage, grading, paving, planking, repairing, or altering any of the streets herein before specified. But all such work shall be done, if possible, so as not to obstruct the free passage of the cars upon the said Railroad; and when the same shall not be possible, the said

authorities, before the commencement of said work, shall allow to the owners of said Railroad time sufficient to enable them to shift the rails, or take other means so as to avoid said obstruction during the continuance thereof, which they, the said owners, are hereby authorized to do.

SEC. 10. The owners of said Railroad shall pay to the City and County of San Francisco the sum of fifty dollars per annum as a license upon each car used by them upon said Railroad, which payment shall be made quarterly to the said City and County.

SEC. 11. The Board of Supervisors of the City and County of San Francisco, or their legal successors, are hereby authorized and empowered to grant to the said parties named in the first section of this Act, their associates and assigns, such additional rights, privileges, and grants, as said parties, their associates and assigns, may desire or deem necessary for the full and complete enjoyment of the franchises and privileges created and granted by this Act.

STATE OF CALIFORNIA, }
DEPARTMENT OF STATE. }

I, B. B. REDDING, Secretary of State of the State of California, do hereby certify that the annexed is a true, full, and correct copy of an Act granting to certain persons therein named the right to lay a railroad track along certain streets in the City and County of San Francisco, now on file in my office.

{ SEAL } Witness my hand and the great seal of State at
my office in Sacramento, California, the fourth day
of April, A. D. 1866.

B. B. REDDING, *Secretary of State.*

ARTICLES OF ASSOCIATION

OF THE

Potrero and Bay View Railroad Company.

WHEREAS, it is proposed to construct a Railroad in the City and County of San Francisco, to be called the POTRERO AND BAY VIEW RAILROAD, and stock to the amount of more than one thousand dollars for each and every mile of the said proposed Railroad, having been subscribed, and ten per cent. in cash having been actually and in good faith paid thereon to Henry F. Williams, the Treasurer named and appointed by the subscribers to said stock, he being one of their number, and the said Treasurer having given five (5) days notice to each of said subscribers of a meeting for the purpose of adopting Articles of Association, and electing Directors of said Company—Now, THEREFORE, in pursuance of the Act of the Legislature of the State of California, approved April 20th, 1861, entitled “An Act to provide for the incorporation of Railroad Companies, and the management thereof, and other matters relating thereto,” and of the several Acts supplementary to and amending the same, the subscribers hereto do hereby form a corporation for the purpose of constructing, owning, and maintaining said Railroad, and adopt the following ARTICLES OF ASSOCIATION:—

I.

The name of the Incorporation hereby formed is the POTRERO AND BAY VIEW RAILROAD COMPANY.

II.

The said Incorporation is to continue in existence fifty years.

III.

The amount of the capital stock of the Company is five hundred thousand dollars, which is divided into five thousand shares of one hundred dollars each, and is the actual con-

templated cost of constructing the road, together with the cost of the right of way, motive power, and every other appurtenance and thing for the completion and running of said road, as nearly as they can be estimated by competent engineers.

IV.

There shall be seven Directors to manage the affairs of the Company, and Henry F. Williams, C. N. Felton, Wm. F. Williamson, John Kirkpatrick, J. C. Birdseye, Elijah Case, and J. W. Pierson have been duly elected, and are now named herein as the first Directors of said Company.

V.

The place from and to which the proposed Railroad is to be constructed, are from the intersection of Post and Montgomery streets, San Francisco, to the Bay View Race Course, or to Hunter's Point.

VI.

The counties into and through which is intended to pass are the City and County of San Francisco only.

VII.

The length of said Railroad, as nearly as may be, is four miles.

In witness whereof, the undersigned subscribers to these Articles of Association have hereunto personally each subscribed their names, places of residence, and the number of shares of stock taken by each of them in the said Company, this twenty-fifth day of April, in the year one thousand eight hundred and sixty-six.

Names.	Residence.	No. of Shares.
J. W. Pierson,.....	San Francisco,.....	4
Elijah Case,.....	"	4
W. F. Williamson,	"	4
H. F. Williams,.....	"	4
John Kirkpatrick,	"	4
Edward Tompkins,	"	4

John J. Haley,.....	San Francisco,.....	4
C. N. Felton,.....	“	4
S. Tyler,.....	“	4
Robert C. Page,.....	“	4

STATE OF CALIFORNIA,

CITY AND COUNTY OF SAN FRANCISCO. } H. F. Williams,
John Kirkpatrick, and Wm. F. Williamson, being severally
duly sworn, each for himself, says that he is one of the Di-
rectors in the foregoing Articles of Association above named ;
that four thousand dollars, being one thousand dollars per
mile of the said proposed Railroad, has been subscribed, and
ten per cent. in cash thereon has actually and in good faith
been paid in to the Treasurer of the said Company, and that
the subscribers to the foregoing Articles of Association are
all and each of them personally known to each of these
affiants to be the subscribers thereto, and to be the persons
so represented.

{ E. V. S. }
5c.

H. F. WILLIAMS,
JOHN KIRKPATRICK,
W. F. WILLIAMSON.

Subscribed and sworn to this 27th day of April, A. D. 1866,
before me,

E. V. SUTTER, *Notary Public.*

[SEAL.]

STATE OF CALIFORNIA, {
DEPARTMENT OF STATE. }

I, B. B. REDDING, Secretary of State of the State of Cal-
ifornia, do hereby certify that the annexed is a true, full, and
correct copy of the Certificate of Incorporation of the Potre-
ro and Bay View Railroad Company, now on file in my office.

{ GREAT }
SEAL.

Witness my hand and the great seal of State,
at my office in Sacramento, California, the second
day of May, A. D. 1866.

B. B. REDDING, *Secretary of State.*

BY-LAWS
OF THE
POTRERO AND BAY VIEW RAILROAD COMPANY
OF THE
CITY AND COUNTY OF SAN FRANCISCO.

ARTICLE I.

DIRECTORS AND OFFICERS.

SECTION 1. The corporate powers of this Company shall be exercised by a Board of seven Directors.

SEC. 2. The officers of the Company shall be a President, Vice President, Treasurer, Secretary, and such subordinate officers as are hereinafter specified.

ARTICLE II.

ELECTION OF OFFICERS.

SECTION 1. On the first Monday in August, 1866, and on the first Monday of August in every year thereafter, the stockholders shall hold their annual meeting in the City of San Francisco. At such annual meeting there shall be an election of seven Directors to serve for the ensuing year, or

until their successors are elected. The election shall be by ballot, by a majority of the votes of the stockholders being present in person, or by written proxy.

SEC. 2. Every stockholder so present, in person or by proxy, shall have one vote for each share of stock which he may own, and upon which has been paid at least ten per cent. of the face thereof, with all other assessments for at least ten days next preceding said election, and not otherwise.

SEC. 3. No person shall be a director unless he shall be a stockholder, owning and holding *bona fide* at least fifty shares of stock in his own name and right absolutely on the books of the Company, and upon which at least ten per cent., with all other assessments, has been paid for at least thirty days next preceding his election. All the Directors shall be at the time of their election residents of the State of California.

SEC. 4. Proxies shall be in writing, signed by the stockholder granting them, and they shall be filed with the Secretary.

SEC. 5. Notice of such annual meeting for said election shall be given by the Secretary, specifying the hour and place, and shall be published by him, not less than ten days previous thereto, in one daily newspaper published in the City of San Francisco.

SEC. 6. When from any cause such election shall not be held on the said first Monday of August in any year, it shall be held on the first Monday in September thereafter. Notice thereof shall be given by the Secretary as in the last preceding section; *provided*, except that the notice thereof shall be published for ten days, not including Sundays, next preceding such election. If not then held, it shall be held at a special meeting called by the President at any time thereafter.

SEC. 7. All elections for Directors shall be published to the stockholders. The President (or in his absence the Vice President) of the Company, together with one Director, and

one stockholder, both to be chosen by the Board of Directors, shall act as the judges of election, receive, count and canvass the votes, and declare the result without delay. The Secretary shall be the tally clerk. In the absence of any officer of election, his place shall be filled by the stockholders present at the opening. The polls shall open at one o'clock P. M., and close at four o'clock P. M. the same day.

SEC. 8. The Directors chosen at each annual election shall meet and organize as a Board on the third day after the result of the election is declared. At such meeting they shall elect from their own number a President, Vice President, and Treasurer; they shall also elect a Secretary, all of whom shall hold their offices for one year, and until their successors are elected and qualified.

SEC. 9. The Secretary and Treasurer, before entering upon the duties of their respective offices, shall give a bond for the faithful performance of such duties, in an amount and with securities to be approved by the Board of Directors.

SEC. 10. In case of the absence of any Director from four weekly meetings of the Board successively, or of his resignation, or of his ceasing at any time during his term of office to be the holder and owner of fifty shares of stock, as in the foregoing section four provided, the Board of Directors may by a majority declare his office vacant, and elect a Director (duly qualified) to fill the same for the unexpired term.

SEC. 11. Meetings of stockholders may be called at any time during the interval between the annual meetings by the Directors, or by any number of stockholders owning not less than one-third in value of the stock of the Company, by giving thirty days' public notice of the time and place of the meetings in the manner provided in the Fifth foregoing section for annual meetings.

SEC. 12. When any such meeting is called by the stockholders, the particular object of such meeting shall be stated in such notice, and no other business shall be transacted at

such meeting, when so called by the stockholders as aforesaid, except such as shall be so stated in such notice.

SEC. 13. If at any such meeting thus called, a majority in value of the stockholders are not represented in person or by written proxy, such meeting shall be adjourned from day to day, (not exceeding three days,) without transacting any business until such majority shall be so represented.

SEC. 14. At all general meetings of the stockholders, two-thirds in value of the stockholders of the Company being present in person or by proxy, may remove any President, Vice President, Treasurer, Secretary, or any Director of such Company, and elect others in their stead, provided notice of such intended removal shall have been given as required in the two last preceding sections. Any President, Vice President, Treasurer, or Secretary, may be removed by the Board of Directors, at any regular weekly meeting, by the votes of at least four Directors, notice of such intended removal having been given at the regular weekly meeting next preceding.

SEC. 15. A majority of the Board of Directors shall form a quorum for the transaction of business, but no debt shall be contracted without a resolution passed by at least four votes, and regularly entered upon the minutes of the Board of Directors.

SEC. 16. The Board of Directors shall hold one regular meeting on Monday of each week, at one o'clock, P. M., at the Company's Office, for the transaction of business. It may adjourn from day to day for want of a quorum.

ARTICLE III.

POWERS AND DUTIES OF OFFICERS.

SECTION 1. The President shall preside at all of the meetings of the Board of Directors, and of the stockholders. In case of his disability, by death or otherwise, to discharge the duties, or of his absence from the office of the Company for thirty consecutive days, or of his ceasing to be qualified as a

Director, his office may be declared vacant by the Board, which shall thereupon fill the vacancy for the unexpired term. He shall also be liable to removal in the cases and manner prescribed by law. In case of his absence his powers and duties shall devolve, during his absence, upon the Vice President. He shall sign, as President, all certificates of stock, and all contracts and other instruments of writing, which shall have been first approved by the Board of Directors, and fix the corporate seal of the Company to all instruments requiring a seal. He shall sign all checks or warrants on the Treasurer. He shall have the casting vote at all meetings of the stockholders and Directors. He shall call the Directors together whenever he deems it necessary, and shall have, subject to the advice of the Directors, the general direction of the affairs of the Company.

SEC. 2. The Treasurer shall safely keep all moneys belonging to the Company, and disburse the same under the direction of the Board of Directors, and in conformity with the By-Laws of the Company. At each called meeting of the stockholders he shall submit a statement of his accounts, with proper vouchers, and at the annual meeting in August of each year, a complete summary of them for the year. He shall make no payments except on a check or warrant, signed by the President and countersigned by the Secretary. He shall discharge such other duties as pertain to his office, and are prescribed by the Board of Directors or By-Laws.

SEC. 3. The Secretary shall keep a record of meetings, proceedings of the Board of Directors, and of the stockholders, in the manner required by law. He shall keep a book of blank certificates of stock, fill up and countersign all certificates issued, and, upon such issue, make the proper entries in the margin of such book. He shall keep a proper transfer book, and a stock ledger in debit and credit form, showing the number of shares issued to, or transferred by any stockholder, and the date of such issue and transfer. He

shall countersign all checks drawn on the Treasurer, keep proper account books, and discharge such other duties as pertain to his office, and are prescribed by the Board of Directors or By-Laws. He shall keep all other books, and perform all other duties required by law or by the Board of Directors.

SEC. 4. A general Superintendent, who may be a civil engineer, may be appointed by the Board of Directors, and be removed at their pleasure. He shall have the charge and direction of the business of the Company in the construction and maintenance of its road and its works, subject to the direction of the President, and control of the Board of Directors. He shall make monthly returns to the Board of Directors of all persons hired or employed, and of their wages, and a statement of all expenditures, accompanying the same with necessary vouchers, duplicates of which he shall keep.

ARTICLE IV.

CERTIFICATES, TRANSFER, AND ASSESSMENTS OF STOCK, ETC.

SECTION 1. Certificates of stock shall be issued only for fully paid stock, and shall be of such form and device as the Board of Directors shall determine, and each certificate shall be signed by the President and countersigned by the Secretary, and express on its face its number, date of issuance, the number of shares for which, and the person to whom it is issued. Several certificates may be issued to the same person, provided that in the aggregate they do not exceed the number of shares belonging to such person. The certificate book shall contain a margin, on which shall be entered the number, date, number of shares, and name of the shareholder expressed in the corresponding certificate.

SEC. 2. The stock shall be transferable upon Monday of every week from twelve until two o'clock, and as in the last preceding section specified, and upon the books of the Company upon proper assignment and delivery to the assignee of

the receipts for the installments paid on such stock or the certificate of stock when fully paid ; but no shares shall be transferable until all previous calls or installments thereon shall have been fully paid in, nor shall any transfer of the stock of this Company be valid, except as between the parties by whom and to whom the same is transferred, unless at least forty per cent. has been paid thereon, until the same is approved by the Board of Directors.

SEC. 3. The surrendered certificates shall in all cases be cancelled by the Secretary before issuing a new one in lieu thereof.

SEC. 4. The sums subscribed by the stockholders shall be called in by the Directors in installments of not more than five per cent. per month. Notice of each assessment shall be given as provided by law. The proceedings upon unpaid assessments shall be as provided by law.

ARTICLE V.

MISCELLANEOUS.

SECTION 1. The salaries of the officers and employees of the Company shall be fixed by the Board of Directors from time to time. The travelling expenses of the President and Directors, and of any other officers, while actually engaged in the business of the Company, may be audited and allowed by the Board. No Director shall receive any compensation for his services as Director.

SEC. 2. The books and accounts of the Company, and such papers as may be placed on file by a vote of the stockholders and Directors, shall at all times, in business hours, be subject to the inspection of the Board of Directors, and of any Director or stockholder.

SEC. 3. These By-Laws to be unalterable, except by a majority vote of the paid-up stock at a regular annual meeting of the stockholders.

SEC. 4. All contracts, to be binding, shall be approved by a majority of the Board of Directors.

ARTICLE VI.

ORDER OF BUSINESS.

The order of business at the meetings of the Board of Directors shall be as follows :

1. Reading of the minutes of the previous meeting.
2. The reports of committees.
3. Motions and resolutions.
4. Presentation of bills and accounts.
5. Report of the President.
6. Report of the Treasurer and other officers.
7. Miscellaneous business.
8. Reading and approval of the record of the proceedings of the meeting.
9. Adjournment.

